

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

OSG SECURITIES LITIGATION

Master File No. 1:12-cv-07948 (SAS) (KNF)

ECF CASE

CLASS ACTION

ORAL ARGUMENT REQUESTED

NOTICE OF MOTION

PLEASE TAKE NOTICE that upon the annexed Declaration of Kevin M. McDonough, dated April 19, 2013, and the accompanying Memorandum of Law, dated April 19, 2013, the undersigned will move this Court on behalf of Defendant PricewaterhouseCoopers LLP ("PwC"), in Courtroom 15C of the United States Courthouse for the Southern District of New York, 500 Pearl Street, New York, New York 10007, on such date as the Court may set, for an order pursuant to Federal Rule of Civil Procedure 12(b)(6) dismissing the Consolidated Amended Complaint in the above-captioned action with prejudice.

PLEASE TAKE FURTHER NOTICE, that pursuant to the Court's instructions at the February 12, 2013 Status Conference, Plaintiffs' opposition submission, if any, is due on or before May 20, 2013, and PwC's reply submission, if any, is due on or before June 3, 2013.

Dated: April 19, 2013
New York, New York

Respectfully submitted,

LATHAM & WATKINS LLP

By: /s/ Miles N. Ruthberg

Miles N. Ruthberg
Jamie L. Wine
Kevin M. McDonough
885 Third Avenue
New York, NY 10022-4834
Tel: (212) 906-1200
Fax: (212) 751-4864
Miles.Ruthberg@lw.com

*Attorneys for Defendant
PricewaterhouseCoopers LLP*